

OSTER
Researching Services

12897 Colonial Dr • Mt Airy, Md 21771
301-253-6040

RECORDATION NO.

20369-H FILED

JUL 9 '98

10-49 AM

July 9, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination of Lease of Railroad Equipment dated 6/30/98.

This agreement releases the railcars listed on Exhibit A, hereto, from the Master Locomotive Lease Agreement dated 5/1/95 assigned STB Recordation #20369.

Please record this agreement as a secondary document to STB Recordation #20369. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 9 10 49 AM '98

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

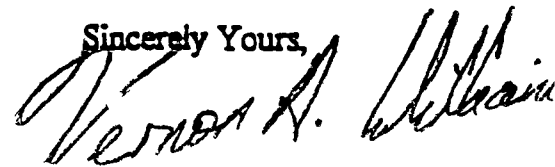
DATE: 7/9/98

Mary Ann Oster
Oster Researching Services
12897 Colonial Drive
Mr. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 7/9/98 at 10:49AM, and
assigned recordation number(s). 20369-H.

Sincerely Yours,

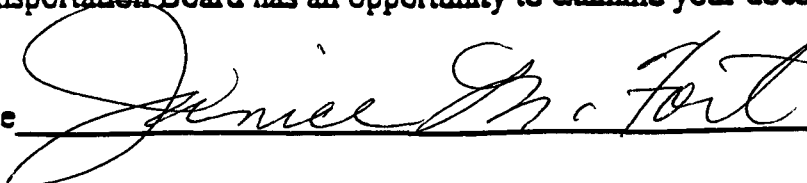


Vernon A. Williams
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JUL 9 '98

10-49 AM

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BOARD

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TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 30, 1998 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into Schedule No. 1 dated as of May 1, 1995 to the Master Locomotive Lease Agreement made as of May 1, 1995 ("Lease") with the UNION PACIFIC RAILROAD COMPANY, a Utah corporation ("Lessee"), with respect to the forty-eight (48) locomotives described in Exhibit A attached hereto (the "Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 20369 filed on November 19, 1996 at 10:55 a.m.

The Lease for the Units expired on June 30, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease for the Units is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: _____

John F. Dains

Print Name: John F. Dains

Title: Senior Vice President,
Chief Financial Officer

EXHIBIT A

To Schedule No. 1 dated as of May 1, 1995 to the Master Lease Agreement
dated as of May 1, 1995 between Helm Financial Corporation and Union Pacific Railroad Company

Equipment Description:

Forty-eight (48), 3000 horsepower, diesel electric locomotives built by General Motors Corporation
(Electro-Motive Division)

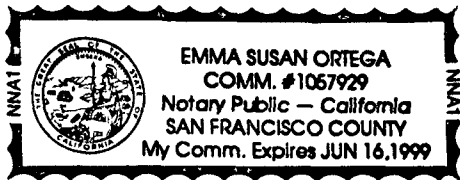
	<u>Unit Number</u>	<u>Type</u>
1	UP 850	GP40
2	UP 851	GP40
3	UP 852	GP40
4	UP 853	GP40
5	UP 854	GP40
6	UP 855	GP40
7	UP 856	GP40
8	UP 857	GP40
9	UP 858	GP40
10	UP 859	GP40
11	UP 860	GP40
12	UP 861	GP40
13	UP 862	GP40
14	UP 864	GP40-3
15	UP 865	GP40-3
16	UP 866	GP40
17	UP 867	GP40
18	UP 868	GP40
19	UP 869	GP40-3
20	UP 870	GP40
21	UP 871	GP40
22	UP 872	GP40
23	UP 873	GP40
24	UP 874	GP40
25	UP 875	GP40
26	UP 876	GP40
27	UP 877	GP40
28	UP 878	GP40-3
29	UP 879	GP40
30	UP 880	GP40
31	UP 881	GP40
32	UP 883	GP40
33	UP 884	GP40
34	UP 885	GP40
35	UP 886	GP40
36	UP 887	GP40-3
37	UP 581	GP40
38	UP 582	GP40
39	UP 583	GP40
40	UP 584	GP40
41	UP 585	GP40
42	UP 588	GP40
43	UP 589	GP40
44	UP 590	GP40
45	UP 592	GP40
46	UP 593	GP40
47	UP 594	GP40
48	UP 597	GP40

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 2, 1998, before me, Emma S. Ortega
personally appeared John F. Dains, Senior Vice President, Chief Financial
Officer, of **HELM FINANCIAL CORPORATION**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY